

ARTICLES OF INCORPORATION

OF

VIRGINIA FOUNDATION FOR THE HUMANITIES AND PUBLIC POLICY

The undersigned does hereby form a non-stock, not-for-profit corporation pursuant to Chapter 2 of Title 13.1 of the Code of Virginia, as amended, and to that end sets forth the following:

1. NAME: The name of the Corporation is Virginia Foundation for the Humanities and Public Policy.

2. PURPOSE: The purposes of the Corporation shall be exclusively charitable, educational, literary and scientific, including for such purposes, to promote and encourage understanding and development of the humanities, and to relate those disciplines to current conditions of local, state and national life, by, among other things, initiating and sponsoring educational projects, programs and research.

The Corporation is organized, and shall be operated, exclusively for charitable, educational, literary and scientific purposes within Section 501(c)(3) of the Internal Revenue Code of 1954 as it now exists or as it may hereafter be amended.

The Corporation may engage in any act or activity necessary or appropriate to accomplish its purposes, or any of them, consistent with law and with these Articles, and its purposes shall be deemed to include the conduct of any or all lawful affairs not required to be specifically stated in the Articles of Incorporation or for which a Corporation may be formed under the Virginia Non-Stock Corporation Act.

3. ASSETS AND EARNINGS: No part of the assets or earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, director, or officer of the Corporation, or other private individual, except that the Corporation may pay reasonable compensation for services rendered to or for the Corporation effecting one or more of its purposes, and may make payments and distributions in furtherance of said purposes; and no member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

4. POLITICAL ACTIVITIES: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Any other provision of these Articles to the contrary notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or a corporation contributions to which are deductible under Section 170(c)(2) of said Code, or any successor provisions to said Sections.

5. MEMBERS: The Corporation shall have no members.

6. DIRECTORS: The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the Bylaws, but shall be no fewer than 15 nor more than 23. The initial Board of Directors shall be as set forth below; subsequent directors shall be elected by the Board of Directors in accordance with the Bylaws.

The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Benjamin R. Bostic, Director	Greenfield Laborers' & Construction Industries' Institute Route 634, Box 217 Sterling, VA 22170
Jessie L. Brown	Professor of English, Emeritus Hampton University, Box 6444 Hampton, VA 23668
Ellen W. Capiz	1804 North Main Street South Boston, VA 24591
Caroline T. Egelhoff	Service Organizations Consultant 410 Mill Neck Road Williamsburg, VA 23185
Thomas A. Elliott, Director	Div. Human. & Second Ed. Department of Education P. O. Box 60 Richmond, VA 23216
Victor B. Ficker, President	Mountain Empire Community College Big Stone Gap, VA 24219

John P. Fishwick	451 Kimbal Avenue, NE Roanoke, VA 24042-0055
Anne H. Freeman	10 Paxton Road Richmond, VA 23226
Wilfred T. Jewkes	Department of English Va. Polytechnic Inst. & State University Blacksburg, VA 24061
Barbara B. Kling	4103 Exeter Road Richmond, VA 23221
Helen E. Kostel	Route One, Box 21 Clifton Forge, VA 24422
Constance C. Laws	The Planning Council 101 St. Paul's Boulevard Norfolk, VA 23510
Ramsey Martin	Professor of Philosophy Washington & Lee University Lexington, VA 24450
Robert C. Nusbaum	Hofheimer, Nusbaum, McPhaul & Brenner 1010 Plaza One P.O. Box 3460 Norfolk, VA 23514
Maureen O'Donnell	7317 Elgar Street Springfield, VA 22151
Marvin B. Perry	915 Cottage Lane Charlottesville, VA 22903
Merrill D. Peterson	Thomas Jefferson Professor of History Levering Hall 201 University of Virginia Charlottesville, VA 22903
Robert G. Rogers	Professor of Religion Hampden-Sydney College Hampden-Sydney, VA 23943
Rosel Schewel	4316 Gorman Drive Lynchburg, VA 24503
Edgar A. Toppin	Dean of the Graduate School Virginia State University Petersburg, VA 23803

B. Walton Turnbull

Davenport & Co. of Virginia,
Inc.
P. O. Box 1377
Richmond, VA 23211

Hays T. Watkins

Chairman & Chief Executive
Officer
CSX Corporation
P. O. Box C-32222
Richmond, VA 23261

Elizabeth L. Young

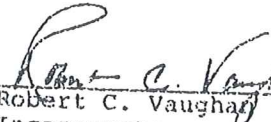
Comsat Maritime Services
22300 Comsat Drive
Clarksburg, MD 20871

7. REGISTERED OFFICE AND AGENT: The initial registered office of the Corporation is to be located at 0 Court Square in the City of Charlottesville, Virginia, 22901. The name of the initial registered agent is Joseph W. Richmond, Jr. who is a member of the Virginia State Bar and whose business office is the same as the registered office of the Corporation. *He is a resident of Virginia.*

8. AMENDMENTS: No amendment may be made hereto that would cause the Corporation to cease to be exempt from taxation under any applicable federal, state, or local law.

9. DISSOLUTION: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for its purposes, or to such organization or organizations as shall qualify at the time as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or as shall qualify for the receipt of contributions under Sections 170(c)(1) or 170(c)(2) of said Code, or any successor provisions, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such purposes, or to such organization or organizations as said court shall determine.

Dated: May 21, 1987


Robert C. Vaughan
Incorporator

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